

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM D

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

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| OMB APP | ROVAL |]/ |
| OMB Number: | 3235-0076 |] |
| Expires: | May 31, 2005 | 1 |
| Estimated average b | urden | |
| hours per response | | l |

| SEC USE ONLY | | | | | | | | | |
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| ame of Offering (check if this is an amendment and name has changed, and indicate change USA Loan Fund I. DST | s.) |
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| iling Under (Check box(es) that apply): Rule 504 Rule 505 Rule pype of Filing: New Filing Amendment | le 506 Section 4(6) CESS |
| A. BASIC IDENTIFICATION DATA | A P MOV 2 0 20 |
| Enter the information requested about the issuer | NOV 2 0 20 |
| ame of Issuer (check if this is an amendment and name has changed, and indicate change. | THOMSON |
| USA Loan Fund I, DST | |
| ddress of Executive Offices (Number and Street, City, State, Zip Code) | Telephone Number (Including Area Code) NAINCIA |
| Five Financial Plaza, Suite 105, Napa, CA 94558 | (800) 611-1160 |
| ddress of Principal Business Operations (Number and Street, City, State, Zip Code) (f different from Executive Offices) | Telephone Number (Including Area Code) |
| frief Description of Business Funding a secured loan to a limited liability company for the purchase of real prop | perty. |
| ype of Business Organization ☐ corporation ☐ limited partnership, already formed ☐ business trust ☐ limited partnership, to be formed | other (pleas 06049441 |
| Actual or Estimated Date of Incorporation or Organization: Month Year | ☐ ☑ Actual ☐ Estimated |
| CN for Canada: FN for other foreign jurisdiction | |
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| CN for Canada: FN for other foreign jurisdiction | n) DE |
| CN for Canada: FN for other foreign jurisdiction GENERAL INSTRUCTIONS Federal: Who Must File: All issuers making an offering of securities in reliance on an exemption under R | Regulation D or Section 4(6), 17 CFR 230.501 et seq. or offering. A notice is deemed filed with the U.S. at the address given below or, if received at that address |
| CN for Canada: FN for other foreign jurisdiction GENERAL INSTRUCTIONS Federal: Who Must File: All issuers making an offering of securities in reliance on an exemption under R 15 U.S.C. 77d(6). When to File: A notice must be filed no later than 15 days after the first sale of securities in the Geourities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC a | Regulation D or Section 4(6), 17 CFR 230.501 et seq. or offering. A notice is deemed filed with the U.S. at the address given below or, if received at that address d mail to that address. |
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| CN for Canada: FN for other foreign jurisdiction GENERAL INSTRUCTIONS Federal: Who Must File: All issuers making an offering of securities in reliance on an exemption under R 15 U.S.C. 77d(6). When to File: A notice must be filed no later than 15 days after the first sale of securities in the elecurities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC a after the date on which it is due, on the date it was mailed by United States registered or certified Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be must be photocopies of the manually signed copy or bear typed or printed signatures. Information Required: A new filing must contain all information requested. Amendments need changes thereto, the information requested in Part C, and any material changes from the informa- | Regulation D or Section 4(6), 17 CFR 230.501 et seq. or offering. A notice is deemed filed with the U.S. at the address given below or, if received at that address d mail to that address. D.C. 20549 be manually signed. Any copies not manually signed |
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A. BASIC IDENTIFICATION DATA 2. Enter the information requested for the following: · Each promoter of the issuer, if the issuer has been organized within the past five years; Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the · Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and Each general and managing partner of partnership issuers. Beneficial Owner ■ Executive Officer ☐ Director General and/or Check Box(es) that Apply: Managing Partner Full Name (Last name first, if individual) U.S. Advisor, LLC Business or Residence Address (Number and Street, City, State, Zip Code) Five Financial Plaza, Suite 105, Napa, CA 94558 □ Promoter Beneficial Owner ☐ Executive Officer ☐ Director Check Box(es) that Apply: General and/or Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Promoter ■ Beneficial Owner ☐ Executive Officer ☐ Director General and/or Check Box(es) that Apply: Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Check Box(es) that Apply: Promoter Beneficial Owner ☐ Executive Officer ☐ Director General and/or Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Check Box(es) that Apply: ☐ Promoter Beneficial Owner Executive Officer □ Director General and/or Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☐ Director Check Box(es) that Apply: General and/or Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code)

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

☐ Executive Officer

□ Director

General and/or
Managing Partner

Beneficial Owner

Check Box(es) that Apply:

Full Name (Last name first, if individual)

□ Promoter

Business or Residence Address (Number and Street, City, State, Zip Code)

| Ye | No |
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| The state of the s | |
| 1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering? | ⊠ |
| Answer also in Appendix, Column 2, if filing under ULOE. | |
| 2. What is the minimum investment that will be accepted from any individual? | 000* |
| Ye | _ |
| 3. Does the offering permit joint ownership of a single unit? | |
| 4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only. | |
| Full Name (Last name first, if individual) Allen, Michael | |
| Business or Residence Address (Number and Street, City, State, Zip Code) | |
| 5355 Town Center Road, Suite 1101, Boca Raton, FL 33486-1081 | |
| Name of Associated Broker or Dealer Workman Securities Corporation | |
| States in Which Person Listed Has Solicited or Intends to Solicit Purchasers | |
| (Check "All States" or check individual States) | All States |
| [AL] [AK] [AZ] [AR] [CA] [CO] [CT] [DE] [DC] [[11] [GA] [HI] [III] [IN] [IN] [IN] [MN] [MN] [MN] [MN] [MN] [MN] [MN] [M | (ID) [MO] |
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| [RI] [SC] [SD] [TN] [TX] [UT] [VT] [VA] [WA] [WV] [WI] [WY | |
| Full Name (Last name first, if individual) Aguas, Kevin | |
| Business or Residence Address (Number and Street, City, State, Zip Code) 508 N Humphreys Street, Flagstaff, AZ 86001 | |
| Name of Associated Broker or Dealer | |
| Geneos Wealth Management, Inc. | |
| States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States) | All States |
| [AL] [AK] [M] [AR] [CA] [CO] [CT] [DE] [DC] [FL] [GA] [HI] | [ID] |
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| Full Name (Last name first, if individual) | |
| Walter, Gene Business or Residence Address (Number and Street, City, State, Zip Code) | |
| 12600 W. Colfax Ave., Suite C, Lakewood, CO 80215 | |
| Name of Associated Broker or Dealer MCL Financial Group, Inc. | · |
| States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States) | All States |
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^{*}A smaller amount may be accepted by the company, in its sole discretion.

| 1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering? | | | | | | | | | | | Yes | No ⊠ |
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| 3. Does | the offerin | g perm it jo | int owners | hip of a sir | igle unit? | *************** | | | | | . 🛛 | |
| 4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only. Full Name (Last name first, if individual) | | | | | | | | | | | | |
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^{*}A smaller amount may be accepted by the company, in its sole discretion.

| 1 Una il | ha iaawaa aa | ld ordon | the iccuer | intend to s | ell to non- | accraditad | invectore i | n thic offer | ing? | | Yes . □ | No ⊠ |
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| 3. Does | the offerin | g permit jo | int owners | hip of a sii | ngle unit? | ••••• | *************************************** | | ************* | •••••• | Yes . 🛛 | N₀ □ |
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| 2. What | is the mini | mum inve | stment that | will be ac | cepted fron | n any indiv | ridual? | | *************************************** | •••••••• | . \$ 100,00 | 00* |
| | | | | | | | | | | | Yes | No |
| 3. Does | the offerin | g permit jo | oint owners | hip of a sir | ngle unit? | | | •••••• | ••••• | | . 🛛 | |
| 4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only. Full Name (Last name first, if individual) | | | | | | | | | | | | |
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| Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering? | | | | | | | | | | | Yes | No ⊠ |
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| | | | An | swer also | in Appendi | x, Column | 2, if filing | under ULC | DE. | | | |
| 2. What | is the mini | mum inves | stment that | will be acc | epted from | any indiv | idual? | ••••• | | | \$ 100,00 | 0* |
| | | | | | | | | | | | Yes | No |
| 3. Does | the offering | g permit jo | int ownersl | nip of a sin | gle unit? | 1 14 . 444 | | | ••••••••• | *************************************** | . 🛛 | |
| commoffering | nission or si ng. If a per r with a sta | imilar rem rson to be te or states | ested for ea uneration for listed is an i, list the na a broker or | or solicitat associated me of the | ion of purc person or a broker or d | hasers in c agent of a l ealer. If m | onnection broker or d ore than fiv | with sales of ealer regist (e (5) perso | of securities ered with tons to be lis | s in the he SEC sted are | | |
| | * | | individual) |) | | | | | | | | |
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^{*}A smaller amount may be accepted by the company, in its sole discretion.

| Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering? | | | | | | | | | | ***************** | Yes | No ⊠ |
|---|-----------------------------|-----------------------|--------------|--------------|--------------|--------------|--------------|--------------|---|-------------------|--------------|--------------|
| | | | Аг | iswer also | in Append | ix, Column | 2, if filing | under UL | OE. | | | |
| 2. What | is the mini | mum inve | stment that | will be acc | cepted fron | n any indiv | idual? | | ••••• | | \$ 100,00 | 00* |
| 3. Does | the offerin | g permit jo | int owners | hip of a sir | ngle unit? | | | | ************* | ************* | Yes ⊠ | No □ |
| 4. Enter | the inform | ation requ | ested for ea | ch person | who has be | en or will | be paid or | given, dire | ctly or indi | rectly, any | _ | _ |
| commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only. Full Name (Last name first, if individual) | | | | | | | | | | | | |
| | ne (Last na rgwin, Pat | | individual |) | | | | | | | | |
| Business | or Reside | nce Addres | - | | | - • | le) | | | | | |
| | Associate | | | <u> </u> | | | | | | | | |
| Gur | ınAllen Fi | nancial, I | nc. | | | | | | | | | |
| States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States) | | | | | | | | | | | | States |
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| | of Associated d Atlantic | | | nent, Inc./ | / Mid Atla | ntic Capi | tal Corp. | | | | | |
| States i | n Which Pe eck "All St | erson Liste | d Has Solid | ited or Int | ends to Sol | icit Purcha | sers | | | | 🗀 Al | l States |
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^{*}A smaller amount may be accepted by the company, in its sole discretion.

| Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering? | | | | | | | | | | ******* | Yes | No ⊠ |
|--|--|---------------|--------------------------|--------------|----------------------------|-------------|--------------|----------------|---|--------------|--------------|--------------|
| | | | Aı | nswer also | in Append | ix, Columr | 2, if filing | under UL | OE. | | | |
| 2. What | is the mini | imum inve | stment that | will be ac | cepted fron | n any indiv | ridual? | | *************************************** | | \$ 100,00 | 00* |
| 3. Does | the offerin | g permit jo | oint owners | hip of a si | ngle unit? | | | ************** | ************* | | Yes . ⊠ | No □ |
| comn offeri and/o | 4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only. Full Name (Last name first, if individual) | | | | | | | | | | | |
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| | ney Conce | _ | | | | | | | | | | |
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| | f Associate | · | | Lakelali | I, FL 3360 | <i>,</i> 1 | | | | | | |
| | | | Research | Advisors | , Inc. | | | | | | | |
| States in | n Which Pe | rson Liste | d Has Solic | ited or Inte | ends to Soli | | | | | ******** | 🔲 AI | l States |
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^{*}A smaller amount may be accepted by the company, in its sole discretion.

| Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering? | | | | | | | | | | | Yes | No ⊠ |
|---|---|--|--|---|---|--|---|---|---|--------------------------------|--------------|--------------|
| | | | An | swer also i | in Appendi | x, Column | 2, if filing | under ULC | DE. | | | |
| 2. What | is the mini | mum inves | tment that | will be acc | epted from | any indiv | idual? | | | | \$ 100,00 | 0* |
| | | | | | | | | | | | Yes | No |
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| comm offeri and/o | the informatission or sing. If a per with a stated personated | imilar rem rson to be te or states | uneration for listed is and i, list the na | or solicitat associated me of the | ion of purc person or a broker or d | hasers in c agent of a l caler. If m | onnection v broker or do ore than fiv | with sales of caler regist (e (5) perso | of securities ered with t ons to be lis | s in the he SEC sted are | | |
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^{*}A smaller amount may be accepted by the company, in its sole discretion.

| Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering? | | | | | | | | | | | Yes | No ⊠ |
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| | | | An | swer also | in Appendi | x, Column | 2, if filing | under ULG | DE. | | | |
| 2. What | is the mini | mum inves | strnent that | will be acc | cepted from | any indiv | idual? | *************************************** | •••••• | ••••••••• | \$ 100,00 | 0* |
| 3. Does | the offerin | g permit jo | int owners | hip of a sir | ngle unit? | | | | ************ | | Yes . ⊠ | No □ |
| | | ation requ | | | | | | | | | _ | _ |
| commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only. | | | | | | | | | | | | |
| Full Name (Last name first, if individual) Rollins, Craig | | | | | | | | | | | | |
| | | nce Addres em Blvd., | | | t, City, Stat | e, Zip Cod | c) | | - | | | |
| | | d Broker o | | | | | | | _ | | ·- | |
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| [IL] | [IN] | [IA] | [KS] | [KY] | [LA] | [ME] | [MD] | [MA] | [MI] | [MN] | [MS] | [MO] |
| [MT] [NE] [NV] [NH] [NJ] [NM] [NY] [NC] [ND] [OH] [OK] | | | | | | | | | | [OK] [WI] | [OR] [WY] | [PA] [PR] |
| [] | (1 | [] | F = 4.7 | f1 | الحييديا | f 1 | () | [] | [] | f •1 | [] | [,] |

^{*}A smaller amount may be accepted by the company, in its sole discretion.

| 1 Has th | ne issuer so | ald or does | s the issuer | intend to s | ell to non- | .accredited | investors i | n this offer | ina? | **!*!*!**** | Yes . □ | No ⊠ |
|---|--|--|---|--|---|---|---|--|---|---------------------------------|---------------------------------------|-----------------|
| i. trus ti | 10 135001 30 | , or doo | | | | | 2, if filing | | - | | . ப | |
| 1 What | ia tha mini | | | | • - | • | _ | | | | E 100.00 | \0= |
| Z. What | is the muni | mum mve | suncm mat | will be ac | cepteo tron | n amy inoiv | 700a17 | | | | . \$ 100,00 | ,,,, |
| 3. Does | the offerin | g permit jo | oint owners | hip of a sit | ngle unit? | | | ••••• | | •••••• | Yes . ⊠ | No □ |
| comm offeri and/o | nission or s ng. If a pe rwith a sta | imilar rem rson to be ite or state | ested for easumeration f listed is an s, list the na a broker or | or solicitat associated ame of the | ion of pure person or broker or o | hasers in c agent of a lealer. If m | connection broker or d core than fi | with sales of lealer regist ve (5) perso | of securitie tered with t ons to be lis | s in the the SEC sted are | | |
| | - | | individual |) | | | | | | | | |
| | ori, John a | | | | Cia. Car | 21.0 | 1.5 | | | | | |
| Business or Residence Address (Number and Street, City, State, Zip Code) 200 South Michigan Ave., 21st floor, Chicago, IL 60604 | | | | | | | | | | | | |
| | Associate | | | iooi, one | ugo , 111 o | 0001 | | | | | | |
| Bre | wer Finan | cial Servi | ces, LLC | | | | | | | | | |
| | | | Has Solic | | | | | | | | | l States |
| [AL] | [AK] | | [AR] | [CA] | [CO] | [CT] | [DE] | [DC] | [FL] | [GA] | [HI] | [ID] |
| [IL] | [IN] | [IA] | (KS) | [KY] | [LA] | [ME] | [MD] | [MA] | [MI] | [MN] | [MS] | [MO] |
| (MT) [RI] | [NE] [SC] | [NV] [SD] | [NH] [TN] | [LN] [XT] | [NM] [UT] | [VY] [VT] | [NC] [VA] | [ND] [WA] | [WV] | [OK] [WI] | [OR] [WY] | [PA] [PR] |
| | - | | f individual splin, G. C | - | | | • | | | | | |
| | | | ss (Number | | • | | ie) | | | | | |
| | • | | t, P.O. Bo | x 6329, P | ocatello, | ID 83250 | | | | | | |
| | f Associate nbridge Ir | | Research | , Inc. | | | | | | | | |
| States in | 1 Which Pe | rson Liste | d Has Solic | ited or Inte | | | | | | | ————————————————————————————————————— | l States |
| [AL] | [AK] | [AZ] | [AR] | [CA] | [CO] | [CT] | [DE] | [DC] | [FL] | [GA] | (HJ) | |
| [IL] | [IN] | [IA] | [KS] | [KY] | [LA] | [ME] | [MD] | [MA] | [MI] | [MN] | [MS] | [MO] |
| [MT] | [NE] | [NV] | [NH] | [נא] | [MM] | [NY] | [NC] | [ND] | [OH] | [OK] | [OR] | [PA] |
| [RI] | [SC] | [SD] | [TN] | [TX] | | [VT] | [VA] | [WA] | [WV] | [WI] | [WY] | [PR] |
| | me (Last na ams, Andi | | f individua |) | | | | | | · | | |
| | | | ss (Numbe | | | te, Zip Co | de) | - | | | | |
| | f Associate | | | <u> </u> | | | | | | | · · · · · · · · · · · · · · · · · · · | |
| Cal | ton & As | sociates, I | nc. | | | | | | | | | |
| States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States) | | | | | | | | 🗆 Al | l States | | | |
| [AL] | [AK] | [AZ] | [AR] | [CA] | [CO] | [CT] | (DE) | [DC] | [FL] | [GA] | [HI] | [1D] |
| [IL] | [IN] | [IA] | [KS] | (KY) | [LA] | [ME] | [MD] | [MA] | [MI] | [MN] | MS | [MO] |
| [MT] | [NE] | [NV] | [NH] | [NJ] | [NM] | [NY] | [NC] | [ND] | [OH] | [OK] | [OR] | [PA] |
| [RI] | [SC] | [SD] | [NT] | [TX] | [UT] | [VT] | [VA] | [WA] | [WV] | [WI] | [WY] | [PR] |
| - | | | | | | | | | ··· | | | <u> </u> |
| *A sms | aller amou | nt may be | accepted l | y the coπ | pany, in it | ts sole disc | retion. | | | | | |

| I. Has ti | ne issuer so | ld, or does | the issuer | intend to s | ell, to non- | accredited | investors i | n this offer | ing? | | Yes | No ⊠ |
|--------------|-----------------------------|--------------|-----------------------|--------------|---------------|-----------------------|--------------|-----------------------|---|--------------|-----------------|--------------|
| T. Hubu | 10 100001 00 | , | | | in Appendi | | | | _ | | | |
| a ud | to all a materia | | | | | | | | | | c 100 00 | ı∧± |
| Z. What | is the mini | mum inves | ament mat | will be acc | серкей поп | i any inoiv | iduai / | ************* | *************************************** | | . 3 100,00 | |
| 3. Does | the offering | g permit jo | int owners | hip of a sir | ngle unit? | | | | | | Yes . ⊠ | No |
| | the inform | • | | • | | | | | | • • | | |
| offeri | nission or s ng. If a pe | rson to be | listed is an | associated | person or | agent of a | broker or d | ealer regist | ered with t | he SEC | | |
| | r with a sta iated perso | | | | | | | | | | | |
| | ne (Last na tance, The | | individual |) | | _ | | | | | | |
| | | | s (Number | and Stree | t. City. Stat | e. Zip Cod | le) | | | | | |
| | | | | | | | | | | | | |
| Name of | f Associate | d Broker o | r Dealer | | | | | | | | | |
| | | | | _ | | | | | | | | |
| | | | | | | | | ************* | *************************************** | | 🗖 All | States |
| [AL] | [AK] | [AZ] | [AR] | [CA] | [CO] | [CT] | [DE] | [DC] | [FL] | [GA] | [HI] | [ID] |
| [IL] | [IN] | [IA] | [KS] | [KY] | [LA] | [ME] | [MD] | [MA] | [MI] | [MN] | [MS] | [MO] |
| [MT] [RI] | [NE] | [NV] [SD] | [NH] [TN] | [NJ] [TX] | [NM] [UT] | [XX] [VT] | [NC] [VA] | [ND] [WA] | [OH] [WV] | [OK] [W]] | [OR] [WY] | [PA] [PR] |
| | me (Last na | | | | | | | | | | | FJ |
| | cs, Craig | | | | | | | | | | - | |
| | s or Reside 5 E. Came | | | | - | | de) | | | | | |
| | f Associate | | | | | | | | | | | |
| | neos Weal | <u> </u> | | | | | | | | | | |
| | n Which Pe eck "All St | | | | | | | | ••• | ••••• | 🗀 All | States |
| [AL] | [AK] | [AZ] | [AR] | | [CO] | [CT] | [DE] | [DC] | [FL] | [GA] | [HI] | [ID] |
| [IL] | [IN] | [IA] | [KS] | [KY] | [LA] | [ME] | [MD] | [MA] | [MI] | [MN] | [MS] | [MO] |
| [MT] [RI] | [NE] [SC] | (NV] (SD) | [NH] [TN] | [NJ] [TX] | [NM] [UT] | [NY] [VT] | [NC] [VA] | [ND] [WA] | [WV] | (OK) [WI] | [OR] [WY] | [PA] [PR] |
| | me (Last na | | | <u>.</u> | | | | | | | | <u> </u> |
| | tice, Gary | | | | | | | | | | | |
| | ss or Reside 50 Southw | | - | | • . | | de) | | | | | |
| | of Associate | | | | | | | | | | | |
| | vate Cons | | | | | | | | | | | |
| | n Which Pe eck "All St | | | | | | | | | | 🔲 Al | l States |
| [AL] | [AK] | [AZ] | [AR] | [CA] | [CO] | [CT] | [DE] | [DC] | [FL] | [GA] | (HI) | [ID] |
| [IL] | [IN] | [IA] | [KS] | [KY] | [LA] | [ME] | [MD] | [MA] | [MI] | [MN] | [MS] | [MO] |
| (MT] [RI] | [NE] [SC] | [NV] [SD] | [NH] [TN] | [נא] [XT] | [NM] [UT] | [VY] | [NC] [VA] | [ND] [WA] | [OH] [WV] | (OK] [WI] | [OR] [WY] | [PA] [PR] |

^{*}A smaller amount may be accepted by the company, in its sole discretion.

| | | | | | <u>-</u> | | - | | | | | |
|-----------------------|--|--|--|--|---|--|---|----------------------------|---------------------------------------|------------------|-----------------|--------------|
| 1. Has t | he issuer s | old, or doe | s the issue | r intend to | sell, to non | -accredited | 1 investors | in this offe | rino? | | Yes | No sz |
| | | , | | | in Append | | | | | **************** | [] | \boxtimes |
| | | | | | | | | _ | | | | |
| 2. What | t is the min | imum inve | stment tha | t will be ac | cepted from | m any indi | vidual? | •••••• | ••••••••• | *********** | <u>\$ 100,0</u> | 00* |
| 3. Does | the offerin | ig permit j | oint owner | ship of a si | ngle unit? | | ****************** | ************* | •••••• | ************ | Yes ⊠ | No □ |
| | | | | | | | | | | | _ | |
| com offer and/o | nission or ing. If a po or with a st | similar ren erson to be ate or state | nuneration listed is and s, list the m | for solicita associated ame of the | tion of pure d person or broker or course | chasers in agent of a dealer. If n | connection broker or o nore than fi | with sales dealer regis | of securities tered with one to be li | the SEC | | |
| | | | f individua | | | | | | | <u> </u> | - | |
| Gry | gar, Matt | hew | | | | | | | | | | |
| Busines | s or Reside | nce Addre | ss (Numbe | r and Stree | t, City, Sta | te, Zip Co | de) | | | | - | |
| 545 | 545 E John Carpenter Freeway, Ste. 300, Irving, TX 75062 | | | | | | | | | | | |
| | ame of Associated Broker or Dealer | | | | | | | | | | | |
| | | | | | | | | | | | | |
| States in (Che | GunnAllen Financial, Inc. ates in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States) | | | | | | | | | | | |
| [AL] | [AK] | [AZ] | [AR] | [CA] | [CO] | [CT] | [DE] | [DC] | | | | |
| [IL] | [IN] | [IA] | [KS] | [KY] | [LA] | [ME] | [MD] | [MA] | [FL] [MI] | [GA] [MN] | [HI] [MS] | [ID] |
| [MT] | [NE] | [NV] | [NH] | [עא] | [NM] | [NY] | [NC] | [ND] | [OH] | [OK] | [OR] | [MO] |
| [RI] | [SC] | [SD] | [TN] | | [UT] | [VT] | [VA] | [WA] | [WV] | [WI] | [WY] | [PA] [PR] |
| | me (Last na | | f individua | l) | | - | | | 74. | . | | |
| | | | ss (Numbe | r and Stree | t, City, Sta | te Zin Cov | | | | | ····· | |
| | | | uite 202, | | | .c, 2.p co | 10) | | | | | |
| Name o | f Associate | d Broker o | r Dealer | - | - | | - | | | | | <u></u> . |
| Сат | nbridge Ir | vestment | Research | , Inc. | | | | | | | | |
| States in (Che | Which Peck "All St | rson Liste ates" or ch | d Has Solid | ited or Intellual States) | ends to Sol | icit Purcha | sers | | - | ************** | П А | l States |
| [AL] | [AK] | [AZ] | [AR] | [CA] | [CO] | | | | | | | |
| [IL] | [IN] | | [KS] | [KY] | [LA] | [CT] [ME] | (DE) (MD) | [DC] | [FL] | [GA] | [HI] | [ID] |
| [MT] | NE | [NV] | [NH] | [NJ] | [NM] | [NY] | [NC] | [MA] [ND] | [MI] | [MN] | [MS] | [MO] |
| [RI] | [SC] | [SD] | [TN] | [1X] | [UT] | [VT] | [VA] | [WA] | [ОН] [WV] | [OK] [WI] | [OR] [WY] | [PA] [PR] |
| | me (Last na | | f individua | 1) | | | | | | | | |
| | | | es (Numba | r and Stree | t, City, Sta | 7:- C- | 1-5 | | | | | |
| 650 | 0 City W | est Parkw | ay, Ste. 3: | 50, Eden I | Prairie, M | N 55344 | 1e) | | | | | |
| | f Associate | | | | | | | | | *** | * . | |
| | rkman Se | | | | | | | | | | | |
| Che (Che | ck "All St | rson Lister ates" or ch | d Has Solid eck individ | ited or Inte lual States) | ends to Soli | cit Purcha | sers | ************************* | ••••• | ************* | 🔲 Ali | l States |
| [AL] | [AK] | [AZ] | [AR] | [CA] | [CO] | [CT] | (DE) | [DC] | [FL] | [GA] | [HI] | [ID] |
| | [fN] | [IA] | [KS] | [KY] | [LA] | [ME] | [MD] | [MA] | [MI] | [MN] | [MS] | [MO] |
| [MT] | [NE] | [NV] | [NH] | [NJ] | [NM] | [NY] | [NC] | [ND] | [OH] | [OK] | [OR] | [PA] |
| [RI] | [SC] | [SD] | [TN] | [TX] | [UT] | [VT] | [VA] | [WA] | [wv] | [wɪ] | [WY] | [PR] |
| | | | | | | | | | | | | |

^{*}A smaller amount may be accepted by the company, in its sole discretion.

| 1. Has th | ne issuer so | ld, or doe | the issuer | intend to s | ell, to non- | accredited | investors i | n this offer | ing? | | Yes | No ⊠ |
|--|---|------------|----------------------------|---------------------------------------|--------------|-------------|--------------|--------------|--------|-------|--|----------|
| | | | Ar | iswer also | in Appendi | ix, Columr | 2, if filing | under UL | OE. | | | |
| 2. What | is the mini | mum inve | stment that | will be ac | cepted fron | n any indiv | idual? | | | | . <u>\$ 100,00</u> | 00* |
| | | | | | | | | | | | Yes | No |
| | | | | | | | | | | | . 🗵 | |
| comm offeri and/o | 4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only. | | | | | | | | | | | |
| | ne (Last na yan, Keitl | | individual |) | | | | | | | | |
| | | | ss (Number :. B, Arka | | | e, Zip Cod | le) | •= •• | | | | |
| Name of | Associate | d Broker o | r Dealer | • | | | | | | | | |
| Gun | mAllen Fi | nancial, I | nc. | | | | | | | | | |
| States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States) | | | | | | | | | | 🔲 All | States | |
| [AL] | [AK] | [AZ] | [AR] | [CA] | [CO] | [CT] | [DE] | [DC] | [FL] | [GA] | [HI] | [ID] |
| [IL] | [IN] | [IA] | [KS] | [KY] | [LA] | (ME) | [MD] | [MA] | [MI] | [MN] | [MS] | [MO] |
| [MT] | [NE] | [NV] | [NH] | [NJ] | [NM] | [NY] | [NC] | [ND] | [OH] | [OK] | [OR] | [PA] |
| [RI] | [SC] | [SD] | [TN] | (DS) | [UT] | [VT] | [VA] | [WA] | [WV] | [WI] | [WY] | [PR] |
| | ne (Last na | | findividual |) | | | | | | | | • |
| Business | s or Reside | nce Addre | ss (Number | | | - | le) | | | | | |
| | f Associate | | | · · · · · · · · · · · · · · · · · · · | | _ | | | | | | |
| Mid | l Atlantic | Capital C | огр. | | | | | | | | | |
| | | | d Has Solic eck individ | | | | | | | | 🔲 Al | l States |
| [AL] | [AK] | [AZ] | [AR] | [CA] | [CO] | [CT] | [DE] | [DC] | [FL] | [GA] | [НГ] | [ID] |
| [IL] | [IN] | [IA] | [KS] | [KY] | [LA] | (ME) | [MD] | [MA] | [MI] | [MN] | [MS] | [MO] |
| [MT] | [NE] | [NV] | [HM] | [NJ] | [NM] | [NY] | [NC] | [ND] | [OH] | [OK] | [OR] | |
| [RI] | [SC] | [SD] | [TN] | [TX] | [UT] | [VT] | [VA] | [WA] | [WV] | [WI] | [WY] | [PR] |
| | me (Last na | | f individua | l) | | | | | | | | |
| Busines | s or Reside | nce Addre | ss (Numbe Circle, Su | | | | - | | | | \$ 100,000* Yes No Yes No All States A] [HI] [ID] [MS] [MO] [MS] [MO] | |
| | f Associate | | | 110 211,1 | zaraspui, | OA 74757 | <u> </u> | | | | | |
| Сат | nbridge I | nvestment | Research | , Inc. | | | | | | | | |
| | | | d Has Solid eck individ | | | | | | •••••• | | 🔲 Al | l States |
| [AL] | [AK] | [AZ] | [AR] | (SA) | [CO] | [CT] | [DE] | {DC} | [FL] | [GA] | THII | []D] |
| [IL] | [IN] | [IA] | [KS] | [KY] | [LA] | [ME] | [MD] | [MA] | [MI] | [MN] | | |
| [MT] | [NE] | [NV] | [NH] | [NJ] | [NM] | [NY] | [NC] | [ND] | [OH] | [OK] | | |
| [RI] | [SC] | [SD] | [TN] | [TX] | [UT] | [VT] | [VA] | [WA] | [WV] | (WI) | [WY] | [PR] |

^{*}A smaller amount may be accepted by the company, in its sole discretion.

| | C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE O | F PROCEEDS | |
|----|---|-----------------------------|-------------------------------|
| 1. | Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box \(\square\) and indicate in the columns below the amounts of the securities offered for exchange and already exchanged | | |
| | Type of Security | Aggregate Offering Price | Amount Already Sold |
| | Debt | \$0 | \$0 |
| | Equity | \$0 | \$0 |
| | ☐ Common ☐ Preferred | | |
| | Convertible Securities (including warrants) | \$ 0 | \$0 |
| | Partnership Interests | \$0 | \$0 |
| | Other (Specify Individual beneficial interests in the Delaware Statutory Trust) | \$ 20,000,000.00 | \$ 6,418,663.71 |
| | Total | \$ 20,000,000.00 | \$ 6,418,663.71 |
| | Answer also in Appendix, Column 3, if filing under ULOE. | | |
| 2. | Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero." | | Aggregate |
| | | Number Investors | Dollar Amount of Purchases |
| | Accredited Investors | 71 | \$ 6,418,663.71 |
| | Non-accredited Investors | 0 | \$0 |
| | Total (for filings under Rule 504 only) | | <u>s</u> |
| | Answer also in Appendix, Column 4, if filing under ULOE. | | |
| 3 | If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C – Question 1. | | |
| | Type of Offering | Type of Security | Dollar Amount Sold |
| | Rule 505 | • | S |
| | Regulation A | | s - |
| | Rule 504 | | <u> </u> |
| | Total | | S |
| 4 | a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate. | | |
| | Transfer Agent's Fees | 🛭 | so |
| | Printing and Engraving Costs | 🗷 | \$ 0 |
| | Legal Fees | S | 3 \$ 0 |
| | Accounting Fees | E | \$0 |
| | Engineering Fees | <u>B</u> | \$0 |
| | Sales Commission (specify finders' fees separately) | 🛭 | \$ 1,400,000 |
| | Other Expenses (identify) | <u>S</u> | \$ 50 |
| | Total | <u>E</u> | \$1,400,000 |

| | C. OFFERING PRICE | , NUMBER OF INVESTORS, EXPENSES AND USE | OF | PROCEEDS | | | |
|-----|--|--|-------------|---|---------------|--------------------------|--|
| b. | and total expenses furnished in response | te offering price given in response to Part C – Quest to Part C – Question 4.a. This difference is the "adju | uste | d | \$ 18,600,000 | | |
| 5. | each of the purposes shown. If the amour | I proceeds to the issuer used or proposed to be used at for any purpose is not known, furnish an estimate The total of the payments listed must equal the adjustions to Part C - Question 4.b above. | and | | | | |
| | | | | Payments to Officers, Directors & Affiliates | | Payments To Others | |
| | Salaries and fees | | \boxtimes | \$0 | \boxtimes | \$0 | |
| | Purchase of real estate | | X | \$0 | \boxtimes | \$0 | |
| | Purchase, rental or leasing and instal | lation of machinery and equipment | \boxtimes | \$0 | X | \$0 | |
| | Construction or leasing of plant build | dings and facilities | X | \$0 | \boxtimes | \$ 0 | |
| | offering that may be used in exchang | uding the value of securities involved in this ge for the assets or securities of another issuer | Ø | \$0 | ⊠ | \$ 0 | |
| | • | | | | × | \$0 | |
| | • • | | | | Ø | 50 | |
| | Other (specify): Make a secured loan | | _ | \$0 | ⊠ | \$ 18,600,000 | |
| | Column Totals | | Ø | \$0 | | \$ 18,600,000 | |
| | Total Payments Listed (column total | s added) | | ⊠ <u>s</u> : | 8,600, | .000 | |
| | | D. FEDERAL SIGNATURE | | | | · | |
| fo | lowing signature constitutes an undertakin | igned by the undersigned duly authorized person. I g by the issuer to furnish to the U.S. Securities and by the issuer to any non-accredited investor pursua | Exc | hange Commissi | on, up | on written | |
| [ss | uer (Print or Type) | Signature | | Date | | | |
| U | SA Loan Fund I, DST | Mulail C. Dayle | | 11/7/06 | | | |
| N | me of Signer (Print or Type) | Title of Signer (Print or Type) | | | | | |
| М | ichael C. Doyle | Trustee of USA Loan Fund I, DST | | | | | |

-ATTENTION-----

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

| | E. STATE SIGNATURE | | | |
|--|--|-----------------------------------|----------------------------|----------------------|
| 1. Is any party described in 17 CFR 230.26 of such rule? | 2 presently subject to any of the disqualifi | | Yes | No ⊠ |
| | See Appendix, Column 5, for state resp | onse. | | |
| 2. The undersigned issuer hereby undertake Form D (17 CFR 239.500) at such times | s to furnish to any state administrator of a as required by state law. | my state in which this notice is | fi led, a not | ice on |
| 3. The undersigned issuer hereby undertak issuer to offerees. | es to furnish to the state administrators, | upon written request, informati | on furnish | ed by the |
| The undersigned issuer represents that th Limited Offering Exemption (ULOE) of of this exemption has the burden of establishment | e issuer is familiar with the conditions that the state in which this notice is filed and dishing that these conditions have been sa | understands that the issuer claim | I to the Un ning the av | iform /ailability |
| The issuer has read this notification and knundersigned duly authorized person. | ows the contents to be true and has duly | caused this notice to be signed | on its beh | alf by the |
| Issuer (Print or Type) | Signature | Date | | |
| USA Loan Fund I, DST | Mulail C. Dayle | 11/7/06 | | |
| Name (Print or Type) | Title (Print or Type) | | | |

Trustee of USA Loan Fund I, DST

Instruction:

Michael C. Doyle

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

APPENDIX

| 1 | 2 | • | 3 | | 4 5 Disqualification | | | | | | | | |
|-------|--|----------------------|--|--------------------------------------|----------------------|--|-------------|----------------------------------|---|--|--|--|--|
| | Intend to non-ac investors (Part B- | credited in State | Type of security and aggregate offering price offered in state (Part C-Item 1) | | amount pur | investor and rchased in State C-Item 2) | | under Sta (if yes, explan: | te ULOE , attach ation of granted) | | | | |
| State | Yes | No | | Number of Accredited Investors | Amount | Number of Non-Accredited Investors | Amount | Yes | No | | | | |
| AL | | | | mvestors | Amount | IIIVCSCOIS | Amount | | NO | | | | |
| AK | 0 | | | | | | | | | | | | |
| AZ | | × | Beneficial interests in the Delaware Statutory Trust- \$20,000,000.00 | 9 | \$625,000.00 | o | N/A | | ⊠ | | | | |
| AR | | 0 | | | | | | | | | | | |
| CA | | Ø | Beneficial interests in the Delaware Statutory Trust- \$20,000,000.00 | 9 | \$737,000.00 | 0 | N/A | | ⊠ | | | | |
| со | | ⊠ | Beneficial interests in the Delaware Statutory Trust- \$20,000,000.00 | 7 | \$270,000.00 | 0 | N/A | | ⊠ | | | | |
| СТ | | | | | | | | | | | | | |
| DE | | | | | | | | | | | | | |
| DC | | | | | | | | | | | | | |
| FL | | Ø | Beneficial interests in the Delaware Statutory Trust- \$20,000,000.00 | 9 | \$1,150,000.00 | 0 | N/A | a | Ø | | | | |
| GA | | | | | | | | | | | | | |
| ні | | | | | | | | | | | | | |
| ID | | Ø | Beneficial interests in the Delaware Statutory Trust- \$20,000,000.00 | I | \$45,000 | 0 | N/A | | Ø | | | | |
| IL | | ⊠. | Beneficial interests in the Delaware Statutory Trust- \$20,000,000.00 | 1 | \$100,000 | 0 | N/A | 0 | ⊠ | | | | |
| IN | | | | | | | | | | | | | |
| IA | | ⊠ | Beneficial interests in the Delaware Statutory Trust- \$20,000,000.00 | 1 | \$100,000 | 0 | N/A | | ⊠ | | | | |
| KS | | Ø | Beneficial interests in the Delaware Statutory Trust- \$20,000,000.00 | l | \$50,000.00 | 0 | N/A | | Ø | | | | |
| KY | 0 | | | | | | | 0 | | | | | |
| LA | | | | | | | | | | | | | |

APPENDIX 2 3 4 5 Disqualification Type of security under State ULOE Intend to sell and aggregate (if yes, attach Type of investor and to non-accredited offering price explanation of offered in state investors in State amount purchased in State waiver granted) (Part B-Item 1) (Part C-Item 1) (Part C-Item 2) (Part E-Item 1) Number of Number of Accredited Non-Accredited State Yes No Investors Amount Investors Amount Yes No ME MD MA \boxtimes MI Beneficial interests 1 \$100,000.00 0 N/A \boxtimes in the Delaware Statutory Trust-\$20,000,000.00 MN MS \boxtimes Beneficial interests 3 \$350,000.00 0 N/A \boxtimes in the Delaware Statutory Trust-\$20,000,000.00 Ø MO Beneficial interests 1 \$100,000 0 N/A \boxtimes in the Delaware Statutory Trust-\$20,000,000.00 ΜT NE NV \boxtimes Beneficial interests 2 \$140,000.00 0 N/A \boxtimes in the Delaware Statutory Trust-\$20,000,000.00 NH NJ NM NY \boxtimes Beneficial interests \$171,369.57 2 0 N/A Ø in the Delaware Statutory Trust-\$20,000,000.00 NC Ø Beneficial interests 3 \$380,600.00 0 N/A \boxtimes in the Delaware Statutory Trust-\$20,000,000.00 ND \boxtimes OH Beneficial interests 6 \$742,994 0 N/A \boxtimes in the Delaware Statutory Trust-\$20,000,000.00

OK

OR

APPENDIX

| · | | | | | | | | | | | | | |
|-------------|--|---------------------------------|--|-------------------------|---------------------|--|---------------|-------|------|--|--|--|--|
| 1 | Intend to non-ac investors (Part B- | to sell credited in State | Type of security and aggregate offering price offered in state (Part C-Item 1) | | | 5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1) | | | | | | | |
| | | | (ran e-nem r) | Number of Accredited | | C-Item 2) Number of Non-Accredited | | | | | | | |
| State PA | Yes | No ⊠ | Beneficial interests in the Delaware Statutory Trust- \$20,000,000.00 | Investors 2 | Amount \$150,000 | Investors 0 | Amount N/A | Yes 🗆 | No 🗵 | | | | |
| RI | | | | | | | | | | | | | |
| SC | | | | | | | ····· | | | | | | |
| SD | 0 | | | | | | | | | | | | |
| TN | | ⊠ | Beneficial interests in the Delaware Statutory Trust- \$20,000,000.00 | 2 | \$225,000.00 | 0 | N/A | 0 | ⊠ | | | | |
| тх | | Ø | Beneficial interests in the Delaware Statutory Trust- \$20,000,000.00 | 5 | \$381,700.14 | 0 | N/A | | ⊠ | | | | |
| UT | | Ø | Beneficial interests in the Delaware Statutory Trust- \$20,000,000.00 | 2 | \$150,000 | 0 | N/A | | ⊠ | | | | |
| VT | | | | | | | , | | | | | | |
| VA | | | | | | | | | | | | | |
| WA | | Ø | Beneficial interests in the Delaware Statutory Trust- \$20,000,000.00 | 2 | \$250,000 | 0 | N/A | | ⊠ | | | | |
| wv | 0 | M | Beneficial interests in the Delaware Statutory Trust- \$20,000,000.00 | 2 | \$200,000 | 0 | N/A | | ⊠ | | | | |
| WI | | | | | | | | | 0 | | | | |
| WY | | | | | | | | | | | | | |
| PR | | | | | | | | | | | | | |